



## Deutsche Bank AG

### Performance Securities Linked to an Index or a Basket of Indices

#### General

- Deutsche Bank AG may offer and sell securities linked to an index or a basket of indices, which may include an index created by Deutsche Bank AG or one of its affiliates, from time to time. This product supplement describes terms that will apply generally to the securities and supplements the terms described in the accompanying prospectus supplement and prospectus. A separate term sheet or pricing supplement, as the case may be, will describe the index or basket and the terms that apply specifically to the securities, including any changes to the terms specified below. We refer to such term sheets and pricing supplements generally as pricing supplements. If the terms described in the relevant pricing supplement are inconsistent with those described herein or in the accompanying prospectus supplement or prospectus, the terms described in the relevant pricing supplement shall control.
- The securities are senior unsecured obligations of Deutsche Bank AG.
- Payment on the securities is linked to an index or a basket of indices, as described below.
- For important information about tax consequences, see "Certain U.S. Federal Income Tax Consequences" in this product supplement.
- The securities will be issued in denominations that will be specified in the relevant pricing supplement. Minimum investment amounts, if any, will be specified in the relevant pricing supplement.
- Investing in the securities is not equivalent to investing in any index or any of its components.
- The securities will not be listed on any securities exchange unless otherwise specified in the relevant pricing supplement.

**Investing in the securities involves a number of risks. See "Risk Factors" beginning on page 7 of this product supplement.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities or passed upon the accuracy or the adequacy of this product supplement, the accompanying prospectus supplement and prospectus, or any related pricing supplement. Any representation to the contrary is a criminal offense.

The securities are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

## Deutsche Bank AG

April 28, 2008

*This Product Supplement B amends and restates Product Supplement B dated December 1, 2006.*

## TABLE OF CONTENTS

	<u>Page</u>
Summary .....	2
Risk Factors .....	8
General Terms of the Securities .....	15
Certain U.S. Federal Income Tax Consequences .....	22
Use of Proceeds; Hedging .....	26
The Underlying or Basket .....	26
Underwriting .....	27

In making your investment decision, you should rely only on the information contained or incorporated by reference in the pricing supplement relevant to your investment, this product supplement and the accompanying prospectus supplement and prospectus with respect to the securities offered by the relevant pricing supplement and this product supplement and with respect to Deutsche Bank AG. We have not authorized anyone to give you any additional or different information. The information in the relevant pricing supplement, this product supplement and the accompanying prospectus supplement and prospectus may only be accurate as of the dates of each of these documents, respectively.

The securities described in the relevant pricing supplement and this product supplement are not appropriate for all investors, and involve important legal and tax consequences and investment risks, which you should discuss with your professional advisers. You should be aware that the regulations of the Financial Industry Regulatory Authority (“**FINRA**”) and the laws of certain jurisdictions (including regulations and laws that require brokers to ensure that investments are suitable for their customers) may limit the availability of the securities. The relevant pricing supplement, this product supplement and the accompanying prospectus supplement and prospectus do not constitute an offer to sell or a solicitation of an offer to buy the securities under any circumstances in which such offer or solicitation is unlawful.

In this product supplement and the accompanying prospectus supplement and prospectus, “we,” “us” and “our” refer to Deutsche Bank AG, including, as the context may require, acting through one of its branches.

**We are offering to sell, and are seeking offers to buy, the securities only in jurisdictions where such offers and sales are permitted. Neither this product supplement nor the accompanying prospectus supplement, prospectus or pricing supplement constitutes an offer to sell, or a solicitation of an offer to buy, any securities by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation. Neither the delivery of this product supplement nor the accompanying prospectus supplement, prospectus or pricing supplement nor any sale made hereunder implies that there has been no change in our affairs or that the information in this product supplement and accompanying prospectus supplement, prospectus and pricing supplement is correct as of any date after the date hereof.**

**You must (i) comply with all applicable laws and regulations in force in any jurisdiction in connection with the possession or distribution of this product supplement and the accompanying prospectus supplement, prospectus and pricing supplement and the purchase, offer or sale of the securities and (ii) obtain any consent, approval or permission required to be obtained by you for the purchase, offer or sale by you of the securities under the laws and regulations applicable to you in force in any jurisdiction to which you are subject or in which you make such purchases, offers or sales; neither we nor the agents shall have any responsibility therefor.**

## SUMMARY

*The following description of the terms of the securities supplements the description of the general terms of the debt securities set forth under the headings “**Description of Notes**” in the accompanying prospectus supplement and “**Description of Debt Securities**” in the accompanying prospectus. A separate pricing supplement and/or underlying supplement will describe the index or basket of indices to which the securities will be linked and the terms that apply specifically to the securities, including the payment at maturity and any changes to the terms specified below. Capitalized terms used but not defined in this product supplement have the meanings assigned to them in the accompanying prospectus supplement, prospectus and the relevant pricing supplement. The term “**security**” refers to one security of our Performance Securities Linked to an Index or a Basket of Indices.*

### What are the securities?

The securities are senior unsecured obligations of Deutsche Bank AG that are linked to an index (in such case, an “**Index**”) or basket of Indices (in such case, the “**Basket**”). The securities are a series of securities referred to in the accompanying prospectus supplement, prospectus and the relevant pricing supplement. The securities will be issued by Deutsche Bank AG under an indenture among us, Law Debenture Trust Company of New York, as trustee, and Deutsche Bank Trust Company Americas, as issuing agent, paying agent, and registrar.

We will not make coupon payments on the securities, and the securities do not guarantee the return of your initial investment at, or prior to, maturity. Any payment you will receive at maturity will be described in the relevant pricing supplement and will be based on the performance of one or more Indices or Baskets over the term of the security by comparing the level of the Index or Basket prior to the day of issuance of the securities, or another level as specified in the relevant pricing supplement, (the “**Index Starting Level**” or “**Basket Starting Level**”, as applicable) with the level of the Index or Basket on one or more valuation dates falling prior to the maturity date of the securities (“**Index Ending Level**” or “**Basket Ending Level**”). The actual days for determining the Index Starting Level, Basket Starting Level, Index Ending Level and Basket Ending Level and the formula for calculating the payment at maturity will be described in the relevant pricing supplement. In addition, the securities may also base your payment at maturity on the performance of an Index or Basket during the term of the securities including, for example, on whether the level of the Index or Basket falls below a specified level. Unless otherwise specified in the relevant pricing supplement, the securities will not make any payments prior to maturity.

The securities may also specify some method by which your initial investment is protected against certain declines in the level of the Index or Basket. **In no event however, will your initial investment be unconditionally protected against a decline in the Index or Basket over the term of the security.**

The securities are not bank deposits and are not insured by the Federal Deposit Insurance Corporation or by any other governmental agency.

The securities are our senior unsecured obligations and will rank *pari passu* with all of our other senior unsecured obligations.

The securities will be issued in denominations that will be specified in the relevant pricing supplement. The securities will be represented by one or more permanent global securities

registered in the name of The Depository Trust Company or its nominee, as described under “Description of Notes—Form, Legal Ownership and Denomination of Notes” in the prospectus supplement and “Forms of Securities—Global Securities” in the prospectus.

The maturity date for the securities will be set forth in the relevant pricing supplement and is subject to adjustment if such day is not a business day or if the date on which we determine the Index Ending Level or Basket Ending Level is postponed, as described below.

Subject to the foregoing and to applicable law (including, without limitation, United States federal laws), we or our affiliates may, at any time and from time to time, purchase outstanding securities by tender, in open market transactions or by private agreement.

### **Specific Terms Will Be Described in the Relevant Pricing Supplement**

The specific terms of the securities, including the formula for calculating the payment at maturity, will be described in the relevant pricing supplement. The terms described in that document supplement those described in this product supplement and in the accompanying prospectus supplement and prospectus. If the terms described in the relevant pricing supplement are inconsistent with those described in this product supplement or in the accompanying prospectus supplement or prospectus, the terms described in the relevant pricing supplement will control.

Any relevant pricing supplement, including any free writing prospectus, should be read in connection with this product supplement, the accompanying prospectus supplement and the prospectus.

### **What are some of the risks of the securities?**

An investment in the securities involves significant risks. Investing in the securities is not equivalent to investing directly in an Index or a Basket or any of the components underlying an Index. These risks are explained in more detail in the “Risk Factors” section below.

- **YOUR INVESTMENT IN THE SECURITIES MAY RESULT IN A LOSS** — The return on the securities at maturity is linked to the performance of an Index or Basket and may depend on whether, and the extent to which, the Index or Basket performs positively or negatively over the term of the securities and may also depend on the performance of the Index or Basket during the term of the securities. **Although your investment may be partially or contingently protected against a decline in the Index or Basket as further described in the pricing supplement, your investment will never be unconditionally protected against any decline in the Index or Basket. Moreover, certain securities may expose your initial investment to all declines in the Index or Basket, without any partial or contingent protection. Accordingly, you could lose your entire initial investment.**
- **CERTAIN BUILT-IN COSTS ARE LIKELY TO ADVERSELY AFFECT THE VALUE OF THE SECURITIES PRIOR TO MATURITY** — While the payment at maturity described in the relevant pricing supplement is based on the full face amount of the securities, the original issue price of the securities includes the agents’ commission and the estimated cost of hedging our obligations under the securities through one or more of our affiliates. As a result, the price, if any, at which Deutsche Bank AG or its affiliates will be willing to purchase securities from you prior to maturity in secondary market transactions, if at all, will likely be lower than the original issue price, and any such sale prior to the maturity date could result in a substantial loss to you. The securities are not designed to be short-term trading instruments. **Accordingly, you should be willing and able to hold your securities to maturity.**

- **NO COUPON OR DISTRIBUTION PAYMENTS; NO VOTING RIGHTS** — As a holder of securities, you will not receive coupon payments on the securities, and you will not have voting rights or rights to receive cash dividends, distributions or other payments, or other rights that holders of the components underlying an Index (including those Indices included in a Basket) may have.
- **THE RETURN ON AN INDEX OR BASKET WILL NOT BE ADJUSTED FOR CHANGES IN EXCHANGE RATES RELATED TO THE U.S. DOLLAR THAT MIGHT AFFECT AN INDEX** — The value of your securities will not be adjusted for exchange rate fluctuations between the U.S. dollar and foreign currencies, if any, in which any of the components of an Index (including those Indices included in a Basket) are traded.
- **THE SECURITIES MAY BE SUBJECT TO CURRENCY EXCHANGE RISK** — If any of the components underlying an Index are traded in foreign currencies, the prices of such components may be converted into U.S. dollars for the purpose of calculating the value of an Index (including those Indices included in a Basket). In such case, your investment will be exposed to currency exchange rate risk with respect to each of the countries represented in the Index (including those Indices included in a Basket).
- **LACK OF LIQUIDITY** — The securities will not be listed on any securities exchange. Deutsche Bank AG or its affiliates intends to offer to purchase the securities in the secondary market but is not required to do so and may cease such market making activities at any time. Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the securities easily. Because other dealers are not likely to make a secondary market for the securities, the price at which you may be able to trade your securities is likely to depend on the price, if any, at which Deutsche Bank AG or its affiliates is willing to buy the securities.
- **POTENTIAL CONFLICTS** — We and our affiliates play a variety of roles in connection with the issuance of the securities, including acting as calculation agent and hedging our obligations under the securities. In performing these duties, the economic interests of the calculation agent and other affiliates of ours are potentially adverse to your interests as an investor in the securities.
- **MANY ECONOMIC AND MARKET FACTORS WILL AFFECT THE VALUE OF THE SECURITIES** — In addition to the level of the Index or Basket on any day, the value of the securities will be affected by a number of economic and market factors that may either offset or magnify each other, including:
  - the expected volatility of an Index or Indices included in a Basket;
  - the time to maturity of the securities;
  - the market price of the components underlying an Index or Indices included in a Basket;
  - interest and yield rates in the market generally and in the markets of the components underlying the Index or Indices included in a Basket;
  - a variety of economic, financial, political, regulatory or judicial events;
  - the exchange rate and the volatility of the exchange rate between the U.S. dollar and the currencies of the nations in which the components included in an Index or Indices included in a Basket are domiciled;
  - supply and demand for the securities; and
  - our creditworthiness, including actual or anticipated downgrades in our credit ratings.

- **WE AND OUR AFFILIATES AND AGENTS MAY PUBLISH RESEARCH, EXPRESS OPINIONS OR PROVIDE RECOMMENDATIONS THAT ARE INCONSISTENT WITH INVESTING IN OR HOLDING THE SECURITIES. ANY SUCH RESEARCH, OPINIONS OR RECOMMENDATIONS COULD AFFECT THE LEVEL OF AN INDEX TO WHICH THE SECURITIES ARE LINKED OR THE MARKET VALUE OF THE SECURITIES** — Deutsche Bank AG, its affiliates and agents publish research from time to time on financial markets and other matters that may influence the value of the securities, or express opinions or provide recommendations that are inconsistent with purchasing or holding the securities. Deutsche Bank AG, its affiliates and agents may publish research or other opinions that are inconsistent with the investment view implicit in the securities. Any research, opinions or recommendations expressed by Deutsche Bank AG, its affiliates or agents may not be consistent with each other and may be modified from time to time without notice. Investors should make their own independent investigation of the merits of investing in the securities and the Index or Basket to which the securities are linked.

**The securities may be a suitable investment for you if:**

- You seek an investment with a return linked to the performance of the Index or Basket;
- You are willing to expose your investment to the downside performance of the Index or Basket;
- You are willing to forego payments on the components included in an Index in exchange for returns based on the movements in the Index or Basket;
- You are willing and able to hold the securities to maturity; and
- You do not seek current income from your investment.

**The securities may *not* be a suitable investment for you if:**

- You do not seek an investment with exposure to the economies of the United States or certain foreign countries;
- You are unwilling or unable to hold the securities to maturity;
- You do not believe the Index or Basket will perform positively over the term of the securities;
- You seek an investment that is 100% protected against the loss of your initial investment;
- You prefer to receive payments on the components included in an Index or Indices included in a Basket;
- You seek current income from your investments; or
- You seek an investment for which there will be an active secondary market.

**What are the tax consequences of the securities?**

You should review carefully the section of the accompanying product supplement entitled “Certain U.S. Federal Income Tax Consequences.” Although the tax consequences of an investment in the securities are uncertain, unless otherwise provided in the relevant pricing supplement, we believe it is reasonable to treat the securities as prepaid financial contracts for U.S. federal income tax purposes. Based on current law, under this treatment you should not be required to recognize taxable income prior to the maturity of your securities, other than pursuant to a sale or exchange, and your gain or loss on the securities should be long-term capital gain or loss if you hold the securities for more than one year.



If the Internal Revenue Service (the “IRS”) were successful in asserting an alternative treatment for the securities, the timing and/or character of income on the securities might differ materially and adversely. We do not plan to request a ruling from the IRS, and no assurance can be given that the IRS or a court will agree with the tax treatment described in this product supplement. On December 7, 2007, the Department of the Treasury (“Treasury”) and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments, such as the securities. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; the degree, if any, to which income (including any mandated accruals) realized by non-U.S. holders should be subject to withholding tax; and whether these instruments are or should be subject to the “constructive ownership” regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income that is subject to an interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect.

Under current law, the United Kingdom will not impose withholding tax on payments made with respect to the securities.

For a discussion of certain German tax considerations relating to the securities, you should refer to the section in the accompanying prospectus supplement entitled “Taxation by Germany of Non-Resident Holders.”

**We do not provide any advice on tax matters. Both U.S. and non-U.S. holders should consult their tax advisers regarding all aspects of the U.S. federal tax consequences of investing in the securities (including alternative treatments and the issues presented by the December 7, 2007 notice), as well as any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.**

### **Hypothetical Payment Amounts on Your Securities**

The relevant pricing supplement may include hypothetical calculations and tables or charts showing hypothetical examples of the performance of your securities at maturity and the cash payment that could be delivered for each of your securities on the maturity date, based on a range of hypothetical performances of the Index or Basket and on various key assumptions shown in the relevant pricing supplement.

Any table, chart or calculation showing hypothetical payment amounts will be provided for purposes of illustration only. It should not be viewed as an indication or prediction of future investment results. Rather, it is intended merely to illustrate the impact that various hypothetical closing levels of an Index or Basket could have on your payment at maturity, as calculated in the manner described in the relevant pricing supplement. Such hypothetical table, chart or calculation will be based on closing levels for the Index or Basket that may not be achieved on the relevant dates of valuation or during the term of the securities and on assumptions regarding terms of the securities that will not be set until the trade date.

As calculated in the relevant pricing supplement, the hypothetical payment amounts on your securities on the maturity date may bear little or no relationship to the actual market value of your securities on that date or at any other time, including any time you might wish to sell

your securities. In addition, you should not view the hypothetical payment amounts as an indication of the possible financial return on an investment in your securities, since the financial return will be affected by various factors, including taxes, which the hypothetical information does not take into account. Moreover, whatever the financial return on your securities might be, it may bear little relation to—and may be much less than—the financial return that you might achieve were you to invest directly in the Index or Indices included in a Basket or the components underlying the Index or Indices included in a Basket.

We describe various risk factors that may affect the market value of the securities under “Risk Factors” in this product supplement.

*We cannot predict the performance of the Index or Basket for your securities. Moreover, the assumptions we make in connection with any hypothetical information in the relevant pricing supplement may not reflect actual events. Consequently, that information may give little or no indication of the payment that will be delivered in respect of your securities at maturity, nor should it be viewed as an indication of the financial return on your securities or of how that return might compare to the financial return if you were to invest directly in the Index or Basket or the components underlying any Index or Indices included in a Basket.*



## RISK FACTORS

*Your investment in the securities involves certain risks. We will not make coupon payments on the securities and the securities do not guarantee the return of your initial investment at, or prior to, maturity. Investing in the securities is not equivalent to investing directly in the Index or Basket or any of the components that may underlie the Index or Basket. In addition, your investment in the securities entails other risks not associated with an investment in conventional debt securities. **You should consider carefully the following discussion of risks together with the risk information contained in the accompanying prospectus supplement and prospectus and the relevant pricing supplement before you decide that an investment in the securities is suitable for you.***

**We will not make coupon payments on the securities and the securities do not guarantee the return of your initial investment at maturity.**

We will not make coupon payments on the securities and the securities may not return any of your initial investment. The amount payable at maturity will be determined pursuant to the terms described in this product supplement and the relevant pricing supplement and will be linked to the performance of an Index or Basket. This amount, if any, may depend on whether, and the extent to which, the Index or Basket performs positively or negatively over the term of the securities and may also depend on the performance of the Index or Basket during the term of the securities. **Although your investment may be partially or contingently protected against a decline in the Index or Basket as further described in the pricing supplement, your investment will never be unconditionally protected against any decline in the Index or Basket. Moreover, certain securities may expose your initial investment to all declines in the Index or Basket, without any partial or contingent protection. Accordingly, you could lose your entire initial investment.**

**Your return on the securities, if any, generally will not reflect any payments made with respect to any component that may underlie an Index (including those included in the Basket).**

Your return on the securities, if any, will not reflect the return you would realize if you actually owned the components that underlie the Index or Indices included in a Basket and received any payments made with respect to such components. This is because the calculation agent will calculate the amount payable to you at maturity of the securities by reference to the Index Ending Level or Basket Ending Level and potentially, the levels of the Index or Basket during the term of the securities. These levels reflect the performance of the Index or Basket without taking into consideration any payments made with respect to any component of the Index or Basket.

There are certain indices, generally referred to as total return indices, that include dividend distributions in the return of the Index or Indices included in a Basket. If the Index or any Index included in a Basket is described as a total return index with 100% dividend reinvestment, the distributions paid on the securities or other assets included in the Index or any Index included in a Basket are deemed to be reinvested in the Index or such Index included in a Basket, so that the Index or Basket level would include such distributions.

**Secondary trading may be limited.**

Unless otherwise specified in the relevant pricing supplement, the securities will not be listed on a securities exchange. There may be little or no secondary market for the securities.

Even if there is a secondary market, it may not provide enough liquidity to allow you to trade or sell the securities easily or at a price advantageous to you.

Deutsche Bank AG and its affiliates may act as market makers for the securities but are not required to do so. Because we do not expect that other market makers will participate significantly in any secondary market for the securities, the price at which you may be able to trade your securities is likely to depend on the price, if any, at which Deutsche Bank AG or its affiliates is willing to buy the securities. If at any time Deutsche Bank AG or its affiliates or another agent does not act as a market maker, it is likely that there would be little or no secondary market for the securities.

**The Index Ending Level or Basket Ending Level may be less than the Index or Basket closing level on the maturity date of the securities or at other times during the term of the securities.**

Because the Index Ending Level or Basket Ending Level may be calculated based on the Index or Basket closing level on one or more dates near the end of the term of the securities, the Index or Basket closing level on the maturity date or at other times during the term of the securities, including dates on which levels are taken for the purpose of your payment at maturity, could be higher than the Index Ending Level or Basket Ending Level. This difference could be particularly large if there is a significant increase in the level of the Index or Basket after the final date used for the purpose of the Index Ending Level or Basket Ending Level, if there is a significant decrease in the level of the Index or Basket around the time of the valuation date(s) or if there is significant volatility in the Index or Basket level during the term of the securities (especially on dates near the valuation date(s)). For example, when the valuation date for the securities is near the end of the term of the securities, if the Index or Basket levels increase or remain relatively constant during the initial term of the securities and then decrease below the Index Starting Level or Basket Starting Level, the Index Ending Level or Basket Ending Level may be significantly less than if it were calculated on a date earlier than the valuation date. Under these circumstances, you may receive a lower payment at maturity than you would have received if you had invested directly in the Index or Basket, any component underlying the Index or Indices included in a Basket or contracts relating to the Index or Basket for which there is an active secondary market. Even if the level of the Index or Basket increases during the term of the securities, the market value of the securities may not increase by the same amount. It is also possible for the level of the Index or Basket to increase while the market value of the securities declines because the market value of the securities will not be influenced solely by changes in the level of the Index or Basket.

**The securities are not designed to be short-term trading securities.**

The price at which you will be able to sell your securities to us or our affiliates prior to maturity, if at all, may be at a substantial discount from the face amount of the securities, even in cases where the Index or Basket has appreciated over the elapsed term of the securities. The potential returns described in the relevant pricing supplement assume that your securities, which are not designed to be short-term trading securities, are held to maturity.

**The return for the securities will not be adjusted for changes in exchange rates related to the U.S. dollar that might affect an Index or any Index included in a Basket whose underlying components are traded in currencies other than the U.S. dollar.**

Although the components underlying an Index or any Index included in a Basket may be traded in, or their closing prices may be converted into, currencies other than U.S. dollars, the securities, which are linked to the Index or Basket, are denominated in U.S. dollars, and the

amount payable on the securities at maturity will not be adjusted for changes in the exchange rates between the U.S. dollar and any of the currencies in which the components underlying the Index or any Index included in a Basket are denominated. Changes in exchange rates, however, may reflect changes in various non-U.S. economies that in turn may affect the return for the securities. The amount we pay in respect of the securities on the maturity date will be determined solely in accordance with the procedures described in this product supplement and the relevant pricing supplement.

**The securities may be subject to currency exchange risk.**

Because the prices of the components underlying an Index or any Index included in a Basket may be converted by the sponsor of the Index into U.S. dollars or a currency other than U.S. dollars for the purposes of calculating the value of the Index, holders of the securities may be exposed to currency exchange rate risk with respect to each of the countries represented in any such Index. An investor's net exposure will depend on the extent to which the currencies of the components underlying any such Index strengthen or weaken against the U.S. dollar or such other currency. If, taking into account such weighting, the U.S. dollar or such other currency strengthens against the respective component currencies, the value of any such Index may be adversely affected, and the payment at maturity of the securities may be reduced.

Of particular importance to potential currency exchange risk are:

- existing and expected rates of inflation;
- existing and expected interest rate levels;
- the balance of payments; and
- the extent of governmental surpluses or deficits in the component countries and the United States of America.

All of these factors are in turn sensitive to the monetary, fiscal and trade policies pursued by the governments of various component countries and the United States and other countries important to international trade and finance.

**Prior to maturity, the value of the securities will be influenced by many unpredictable factors.**

Many economic and market factors will influence the value of the securities. We expect that, generally, the level of the Index or Basket on any day will affect the value of the securities more than any other single factor. However, you should not expect the value of the securities in the secondary market to vary in proportion to changes in the level of the Index or Basket. The value of the securities will be affected by a number of other factors that may either offset or magnify each other, including:

- the expected volatility in the Index or the Indices included in a Basket;
- the time to maturity of the securities;
- the market price and the dividend rate, if applicable, on the components underlying the Index or the Indices included in a Basket;
- interest and yield rates in the market generally as well as in the markets of the components underlying the Index or the Indices included in a Basket;
- economic, financial, political, regulatory or judicial events that affect the components underlying the Index or the Indices included in a Basket or financial markets generally and which may affect the Index or Basket closing level on any valuation date;

- the exchange rate and the volatility of the exchange rate of the U.S. dollar and any other currencies relevant to the Index or the Indices included in a Basket;
- the composition of the Index or the Indices included in a Basket and any changes to the components underlying them;
- supply and demand for the securities; and
- our creditworthiness, including actual and anticipated downgrades in our credit ratings.

**If the Index or Basket level declines, you may lose some of your investment.**

You cannot predict the future performance of the Index or Basket based on its historical performance. The value of the Index or Basket may decrease such that you may not receive any return of your investment at maturity.

**In the case of securities linked to a Basket, the Indices included in the Basket may not be equally weighted.**

The securities may be linked to a Basket composed of more than one index. Each such component of the Basket may have a different weight in determining the value of the Basket, depending on the component weightings specified in the relevant pricing supplement. For example, for a Basket composed of four components, the relevant pricing supplement may specify that the weighting of the four components will be as follows: 18%, 20%, 33%, and 29%. One consequence of such an unequal weighting of the Basket components is that if a higher-weighted Basket component performs poorly and a lower-weighted Basket component performs well, the Basket closing level will reflect the poor performance of the higher-weighted component more than it reflects the strong performance of the lower-weighted component, which may have an adverse effect on the value of the securities.

**The inclusion in the original issue price of each agent's commission and the cost of hedging our obligations under the securities directly or through one or more of our affiliates is likely to adversely affect the value of the securities prior to maturity.**

While the payment at maturity will be based on the full face amount of your securities as described in the relevant pricing supplement, the original issue price of the securities includes each agent's commission and the cost of hedging our obligations under the securities directly or through one or more of our affiliates. Such cost includes our or our affiliates' expected cost of providing such hedge, as well as the profit we or our affiliates expect to realize in consideration for assuming the risks inherent in providing such hedge. As a result, assuming no change in market conditions or any other relevant factors, the price, if any, at which Deutsche Bank AG or its affiliates will be willing to purchase securities from you in secondary market transactions, if at all, will likely be lower than the original issue price. In addition, any such prices may differ from values determined by pricing models used by Deutsche Bank AG or its affiliates as a result of such compensation or other transaction costs.

**The sponsor of the relevant Index or an Index included in a Basket may adjust the relevant Index in ways that affect its level, and the sponsor has no obligation to consider your interests.**

The sponsor of the relevant Index or an Index included in a Basket (the "**Sponsor**") is responsible for calculating and maintaining the relevant Index. The Sponsor can add, delete or substitute the components underlying the relevant Index or make other methodological changes that could change the level of the relevant Index. You should realize that the changing of

components included in the relevant Index may affect the relevant Index as a new or different component may perform significantly better or worse than those it replaces. Additionally, the Sponsor may alter, discontinue or suspend calculation or dissemination of the relevant Index or Basket. Any of these actions could adversely affect the value of the securities. The Sponsor has no obligation to consider your interests in calculating or revising the relevant Index.

**We may not control the Index or Indices included in a Basket or the components underlying the Index or Indices included in a Basket.**

Except as we may otherwise describe in the relevant pricing supplement, we may not be affiliated with the Sponsor or any of the components underlying the Index or Indices included in a Basket. As a result, we will have no ability to control the actions of such Sponsor or such components, including actions that could affect the value of the components underlying the Index or your securities. Except as otherwise described in the relevant pricing supplement, none of the money you pay us will go to the Sponsor or any of the companies that may be included in an Index and neither the Sponsor nor any such companies will be involved in the offering of the securities in any way. Neither those companies nor the Sponsor will have any obligation to consider your interests as a holder of the securities in taking any actions that might affect the value of your securities.

**You will not have voting rights or rights to receive dividends or other payments made in respect of any Index (including Indices included in a Basket).**

As a holder of the securities, you will not have voting rights or rights to receive any payments with respect to the components of the Index or Indices included in a Basket that holders of the components underlying the Index would have.

**We or our affiliates may have adverse economic interests to the holders of the securities.**

Deutsche Bank AG and other affiliates of ours trade the components underlying the Index or Indices included in a Basket and other financial securities related to the Index, Indices included in a Basket and their components on a regular basis, for their accounts and for other accounts under their management. Deutsche Bank AG and these affiliates may also issue or underwrite or assist unaffiliated entities in the issuance or underwriting of other securities or financial securities linked to the Index or Indices included in a Basket. To the extent that we or one of our affiliates serves as issuer, agent or underwriter for such securities or financial securities, our or their interests with respect to such products may be adverse to those of the holders of the securities. Any of these trading activities could potentially affect the level of the Index or Basket and, accordingly, could affect the value of the securities and the amount, if any, payable to you at maturity.

We or our affiliates may also act as the Sponsor. In this role, we or our affiliates may exercise discretion, as in rebalancing the Index or an Index included in a Basket during the term of the securities.

In the case of an Index or an Index included in a Basket with stock components, we or our affiliates may currently or from time to time engage in business with companies whose stock may be included in such Index, including extending loans to, or making equity investments in, or providing advisory services to them, including merger and acquisition advisory services. In the course of this business, we or our affiliates may acquire non-public information about the companies, and we will not disclose any such information to you.

In addition, one or more of our affiliates may publish research reports or otherwise express views about the components underlying an Index or an Index included in a Basket. Any prospective purchaser of securities should undertake an independent investigation of each component included in the Index or the Indices included in a Basket as in its judgment is appropriate to make an informed decision with respect to an investment in the securities.

Additionally, we or one of our affiliates may serve as issuer, agent or underwriter for additional issuances of securities with returns linked or related to changes in the level of the Index, Indices included in a Basket or Basket or the components underlying the Index or Indices included in a Basket. By introducing competing products into the marketplace in this manner, we or one or more of our affiliates could adversely affect the value of the securities.

We and our affiliates are active participants in the commodities and currency markets as dealers, proprietary traders and agents for our customers, and therefore at any given time we may be a party to one or more commodities and currency transactions. Our trading activities may have a material adverse effect on commodities or currency prices and consequently have a negative impact on any Index or Basket with commodity or currency components.

We may have hedged our obligations under the securities directly or through certain affiliates, and we or they would expect to make a profit on any such hedge. Because hedging our obligations entails risk and may be influenced by market forces beyond our or our affiliates' control, such hedging may result in a profit that is more or less than expected, or it may result in a loss. Although they are not expected to, these hedging activities may adversely affect the market price of the components underlying the Index or Indices included in a Basket and the Index or Basket and, therefore, the market value of the securities. It is possible that Deutsche Bank AG or its affiliates could receive substantial returns from these hedging activities while the market value of the securities declines.

Deutsche Bank AG, London Branch will act as the calculation agent. The calculation agent will determine all values relevant for calculating the payment at maturity. The calculation agent will also be responsible for determining whether a market disruption event has occurred, whether the Index or an Index included in a Basket has been discontinued and whether there has been a material change in the method of calculation of the Index or Basket. In performing these duties, Deutsche Bank AG, London Branch may have interests adverse to the interests of the holders of the securities, which may affect your return on the securities, particularly where Deutsche Bank AG, London Branch as the calculation agent, is entitled to exercise discretion.

#### **Market disruptions may adversely affect your return.**

The calculation agent may, in its sole discretion, determine that the markets have been affected in a manner that prevents it from properly valuing the Index or Basket closing level on any relevant date and calculating the amount that we are required to pay you, if any, at maturity. These events may include disruptions or suspensions of trading in the markets as a whole. If the calculation agent, in its sole discretion, determines that any of these events prevents us or any of our affiliates from properly hedging our obligations under the securities, it is possible that one or more of the valuation dates and the maturity date will be postponed and your return will be adversely affected.

#### **Holdings of the securities by our affiliates and future sales may affect the price of the securities.**

Certain of our affiliates may purchase for investment certain of the securities. As a result, upon completion of an offering, our affiliates may own up to approximately 10% of the securities offered in that offering. Circumstances may occur in which our interests or those of



our affiliates could be in conflict with your interests. In addition, if a substantial portion of the securities held by our affiliates were to be offered for sale in the secondary market, if any, following such an offering, the market price of the securities may fall. The negative effect of such sales on the prices of the securities could be more pronounced if secondary trading in the securities is limited or illiquid.

**The U.S. federal income tax consequences of an investment in the securities are unclear.**

There is no direct legal authority regarding the proper U.S. federal income tax treatment of the securities, and we do not plan to request a ruling from the IRS. Consequently, significant aspects of the tax treatment of the securities are uncertain, and no assurance can be given that the IRS or a court will agree with the treatment described herein. If the IRS were successful in asserting an alternative treatment for the securities, the timing and/or character of income thereon might differ materially and adversely from the description herein. As described above under "Certain Tax Consequences," on December 7, 2007, Treasury and the IRS released a notice requesting comments on the U.S. federal income tax treatment of "prepaid forward contracts" and similar instruments, such as the securities. Any Treasury regulations or other guidance promulgated after consideration of these comments could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect. Both U.S. and non-U.S. holders should review carefully the section of the accompanying product supplement entitled "Certain U.S. Federal Income Tax Consequences," and consult their tax advisers regarding the U.S. federal income tax consequences of an investment in the securities (including alternative treatments and the issues presented by the December 7, 2007 notice), as well as any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.



## GENERAL TERMS OF THE SECURITIES

*The following description of the terms of the securities supplements the description of the general terms of the debt securities set forth under the headings "Description of Notes" in the accompanying prospectus supplement and "Description of Debt Securities" in the accompanying prospectus. A separate pricing supplement will describe the terms that apply specifically to the securities, including any changes to the terms specified below. Capitalized terms used but not defined in this product supplement have the meanings assigned to them in the accompanying prospectus supplement, prospectus and the relevant pricing supplement. The term "**security**" refers to one security of our Performance Securities Linked to an Index or a Basket of Indices.*

### Coupon Payments

We will not pay make any coupon payments on the securities during the term of the securities.

### Denomination

Each security will have a face amount of \$10, \$100, \$1,000 or another amount per security, as specified in the relevant pricing supplement.

### Payment at Maturity

Any payment you will receive at maturity will be described in the relevant pricing supplement and will be based on the performance of one or more Indices or Baskets over the term of the security by comparing the Index Starting Level or Basket Starting Level, as applicable, with Index Ending Level or Basket Ending Level. In addition, the securities may also base your payment at maturity on the performance of one or more Indices or Baskets during the term of the securities including, for example, on whether the closing level of a Index or Basket falls below a specified level. The securities will not make any payments prior to maturity. The actual formula for calculating the payment at maturity will be described in the relevant pricing supplement. The securities may also specify some method by which your initial investment is protected against certain declines in the level of the Index or Basket. **In no event however, will your initial investment be unconditionally protected against a decline in the Index or Basket over the term of the security.**

### Closing Levels

In the case of securities linked to one or more individual Indices, the "**Index closing level**" on any Trading Day will equal the closing level of the Index or any successor index (as defined below) or alternative calculation of the Index published following the regular official weekday close of the principal trading session of the relevant exchange for the Index.

In the case of securities linked to a Basket, the "**Basket closing level**" on any Trading Day will be based on the closing levels of each of the Indices included in the Basket (each, a "**Basket Index**"), weighted according to its respective weight in the Basket, unless otherwise specified in the relevant pricing supplement.

The "**Index Starting Level**" or "**Basket Starting Level**" will either be the Index closing level or Basket closing level on the day we price the securities for initial sale to the public (the "**Trade Date**", as specified in the relevant pricing supplement) or another level, as specified in the relevant pricing supplement.

The “**Index Ending Level**” or “**Basket Ending Level**” will be the Index closing level or Basket closing level on a single date which we refer to as the “**Final Valuation Date**”, or the arithmetic average of such levels over several dates, each of which we refer to as an “**Averaging Date**”, as specified in the relevant pricing supplement. The Final Valuation Date and each Averaging Date is subject to postponement in the event of certain Market Disruption Events, as described under “— Adjustments to Valuation Dates.”

“**Trading Day**” means a day, for each Index separately and as determined by the Calculation Agent, on which trading is generally conducted on each of the Relevant Exchanges for such Index.

“**Relevant Exchange**” means for each Index separately, the primary organized exchanges or markets of trading for (i) any security then included in the Index, or (ii) any futures or options contract or fund related to such Index or to any security then included in the Index.

A “**business day**” is, unless otherwise specified in the relevant pricing supplement, any day other than a day that (i) is a Saturday or Sunday, (ii) is a day on which banking institutions generally in The City of New York or London, England are authorized or obligated by law, regulation or executive order to close or (iii) is a day on which transactions in dollars are not conducted in The City of New York or London, England.

#### **Adjustments to Valuation Dates**

A Valuation Date(s) is any Final Valuation Date, Averaging Date, Trade Date or other date specified in the pricing supplement on which an Index closing level or Basket closing level is required and is subject to adjustment as described below.

Upon an adjustment, the Maturity Date or any other date (such as a redemption date, if applicable) on which a payment is made to the holder of the securities based on the value of an Index or Basket Index on a Valuation Date (together with a Maturity Date, a “**Payment Date**”) will be adjusted as well. Payment Dates will also be adjusted if they are not business days.

The following adjustments will be made for Market Disruption Events and non-Trading Days.

Subject to the paragraph below, if:

- (a) a Valuation Date is not a Trading Day or, for a Basket, a Common Trading Day; or
- (b) a Market Disruption Event for an Index or any Basket Index occurs or is continuing on a Valuation Date,

then the applicable Valuation Date for the Index or the Basket, as applicable, will be postponed to the immediately succeeding Trading Day, or, in the case of a Basket, Common Trading Day, on which no Market Disruption Event for an Index or any Basket Index occurs or is continuing. The Valuation Date will not be postponed later than the tenth scheduled Trading Day or, in the case of a Basket, scheduled Common Trading Day, after the Valuation Date (the “**Tenth Day**”). “**Common Trading Day**” means a day that is a Trading Day for all Basket Indices.

If:

- (a) the Tenth Day is not a Trading Day, or, in the case of a Basket, a Common Trading Day;  
or

- (b) a Market Disruption Event for an Index or any Basket Index occurs or is continuing on the Tenth Day,

then, on the Tenth Day the Calculation Agent will determine the closing level of,

- (x) the Index; or
- (y) any Basket Index for which the Tenth Day is not a Trading Day or for which a Market Disruption Event occurs or is continuing on the Tenth Day (a **“disrupted Basket Index”**),

using the formula for, and method of calculating, the closing level last in effect prior to the commencement of the Market Disruption Event or non-Trading Day, using the closing level of each constituent of the Index or Basket Index (or, if trading in the relevant constituents has been materially suspended or materially limited, the Calculation Agent’s good faith estimate of the closing level that would have prevailed but for such suspension or limitation or non-Trading Day) on the Tenth Day.

In the case of a Basket, the Calculation Agent will then calculate the closing level for the Basket using:

- (a) for non-disrupted Basket Indices, the published closing levels of such Basket Indices on the Tenth Day; and
- (b) for disrupted Basket Indices, the Calculation Agent’s determination of the closing levels of such Basket Indices.

### **Consequences for Adjustments to Valuation Dates**

If the scheduled Payment Date is not a business day, then the Payment Date will be the next succeeding business day following such scheduled Payment Date. If, due to a Market Disruption Event or otherwise, the Final Valuation Date or final Averaging Date is postponed so that it falls on a day that is less than three business days prior to the scheduled Payment Date, the Payment Date will be the third business day following such Final Valuation Date or final Averaging Date, as postponed.

### **Market Disruption Events**

With respect to an Index or Basket Index, a **“Market Disruption Event”** means a determination by the Calculation Agent in its sole discretion that the occurrence of continuance of one or more of the following events materially interfered or interferes with our ability or the ability of any of our affiliates to adjust or unwind all or a material portion of any hedge with respect to the securities:

- a suspension, absence or material limitation of trading of stocks then constituting 20% or more of the level of the Index or Basket Index (or the relevant successor Index or Basket Index) on the Relevant Exchanges for such securities for more than two hours of trading during, or during the one hour period preceding the close of, the principal trading session on such relevant exchanges; or
- a breakdown or failure in the price and trade reporting systems of any relevant exchange as a result of which the reported trading prices for stocks then constituting 20% or more of the level of the Index or Basket Index (or the relevant successor Index or Basket Index)

during the one hour preceding the close of the principal trading session on such relevant exchange are materially inaccurate; or

- a suspension, absence or material limitation of trading on any major securities market for trading in futures or options contracts or exchange traded funds related to the Index or Basket Index (or the relevant successor Index or Basket Index) for more than two hours of trading during, or during the one hour period preceding the close of, the principal trading session on such market; or
- a decision to permanently discontinue trading in the relevant futures or options contracts or exchange traded funds.

For the purpose of determining whether a Market Disruption Event exists at any time, if trading in a security included in the Index or Basket Index (or the relevant successor Index or Basket Index) is materially suspended or materially limited at that time, then the relevant percentage contribution of that security to the level of the disrupted Index or Basket Index (or the relevant successor Index or Basket Index) shall be based on a comparison of:

- the portion of the level of the disrupted Index or Basket Index (or the relevant successor Index or Basket Index) attributable to that security, relative to
- the overall level of the disrupted Index or Basket Index (or the relevant successor Index or Basket Index),

in each case, immediately before that suspension or limitation.

For purposes of determining whether a market disruption event has occurred:

- a limitation on the hours or number of days of trading will not constitute a market disruption event if it results from an announced change in the regular business hours of the relevant exchange or market;
- limitations pursuant to the rules of any relevant exchange similar to rescinded NYSE Rule 80A (or any applicable rule or regulation enacted or promulgated by any other self-regulatory organization or any government agency of scope similar to rescinded NYSE Rule 80A as determined by the Calculation Agent) on trading during significant market fluctuations will constitute a suspension, absence or material limitation of trading;
- a suspension of trading in futures or options contracts or exchange traded funds on the Index by the primary securities market trading in such contracts or funds by reason of;
  - a price change exceeding limits set by such exchange or market;
  - an imbalance of orders relating to such contracts or funds; or
  - a disparity in bid and ask quotes relating to such contracts or funds

will, in each such case, constitute a suspension, absence or material limitation of trading in futures or options contracts or exchange traded funds related to the Index; and

- a “suspension, absence or material limitation of trading” on any relevant exchange or on the primary market on which futures or options contracts or exchange traded funds related to the Index or Basket Index are traded will not include any time when such market is itself closed for trading under ordinary circumstances.

## Changes to Indices and Basket Indices

### Discontinuation of an Index or Basket Index; Alteration of Method of Calculation

If the sponsor of an Index or Basket Index ("**Sponsor**") discontinues publication of the index and the Sponsor or another entity publishes a successor or substitute index that the Calculation Agent determines, in its sole discretion, to be comparable to the discontinued index (such index being referred to herein as an "**Successor Index**"), then any index closing level will be determined by reference to the level of such Successor Index at the close of trading on the relevant exchange or market for the Successor Index on any date on which a value for the index must be taken for the purposes of the instrument, including any Valuation Date ("**Relevant Date**").

Upon any selection by the Calculation Agent of a Successor Index, the Calculation Agent will cause written notice thereof to be promptly furnished to the trustee, to us and to the holders of the securities or instruments.

If the Sponsor discontinues publication of an Index or Basket Index prior to, and such discontinuance is continuing on, any Relevant Date, and the Calculation Agent determines, in its sole discretion, that no Successor Index is available at such time, or the Calculation Agent has previously selected a Successor Index and publication of such Successor Index is discontinued prior to and such discontinuation is continuing on such Relevant Date, then the Calculation Agent will determine the index closing level for such date. The Index closing level will be computed by the Calculation Agent in accordance with the formula for and method of calculating the Index or Successor Index, as applicable, last in effect prior to such discontinuance, using the closing price (or, if trading in the relevant securities has been materially suspended or materially limited, its good faith estimate of the closing price that would have prevailed but for such suspension or limitation) at the close of the principal trading session on such date of each security most recently comprising the Index or Successor Index, as applicable. Notwithstanding these alternative arrangements, discontinuance of the publication of the Index or Successor Index, as applicable, on the relevant exchange may adversely affect the value of the securities.

If at any time the method of calculating the Index or an Successor Index, or the level thereof, is changed in a material respect, or if the Index or an Successor Index is in any other way modified so that such index does not, in the opinion of the Calculation Agent, fairly represent the level of the Index or such Successor Index had such changes or modifications not been made, then, from and after such time, the Calculation Agent will, at the close of business in New York City on each date on which the Index closing level is to be determined, make such calculations and adjustments as, in the good faith judgment of the Calculation Agent, may be necessary in order to arrive at a level of a stock index comparable to the Index or such Successor Index, as the case may be, as if such changes or modifications had not been made, and the Calculation Agent will calculate the closing level with reference to the Index or such Successor Index, as adjusted. Accordingly, if the method of calculating the Index or an Successor Index is modified so that the level of the Index or such Successor Index is a fraction of what it would have been if there had been no such modification (*e.g.*, due to a split in the Index or such Successor Index), then the Calculation Agent will adjust the Index or such Successor Index in order to arrive at a level of the Index or such Successor Index as if there had been no such modification (*e.g.*, as if such split had not occurred).

## **Change in the Methodology of the Index**

The Sponsor may modify the methodology used to determine the Index as it deems appropriate if the Sponsor is of the view that such change is required in light of fiscal, market, regulatory, juridical or financial circumstances (including, but not limited to, any changes to or any suspension or termination of or any other events affecting any component of the index). The Sponsor may also make modifications to the terms of the Index in any manner that it may deem necessary or desirable, including (without limitation) to correct any manifest or proven error or to cure, correct or supplement any defective provision used to determine the Index closing level. The Sponsor will publish notice of any such modification or change and the effective date thereof as described above.

## **Calculation Agent**

Deutsche Bank AG, London Branch will act as the Calculation Agent. The Calculation Agent will determine all values and levels required for the purposes of the securities whether there has been a market disruption event or a discontinuation of the Index or Basket and whether there has been a material change in the method of calculating the Index or Basket. All determinations made by the Calculation Agent will be at the sole discretion of the Calculation Agent and will, in the absence of manifest error, be conclusive for all purposes and binding on you and on us. We may appoint a different Calculation Agent from time to time after the date of the relevant pricing supplement without your consent and without notifying you.

The Calculation Agent will provide written notice to the trustee at its New York office, on which notice the trustee may conclusively rely, of the amount to be paid at maturity on or prior to 11:00 a.m. on the business day preceding the Maturity Date.

All calculations with respect to the levels of Indices or Basket Indices will be rounded to the nearest one hundred-thousandth, with five one-millionths rounded upward (e.g., 0.876545 would be rounded to 0.87655); all dollar amounts related to determination of the payment per security at maturity, if any, will be rounded to the nearest ten-thousandth, with five one hundred-thousandths rounded upward (e.g., 0.76545 would be rounded up to 0.7655); and all dollar amounts paid on the aggregate initial investment amount of securities per holder will be rounded to the nearest cent, with one-half cent rounded upward.

## **Events of Default**

Under the heading "Description of Debt Securities – Events of Default" in the accompanying prospectus is a description of events of default relating to debt securities including the securities.

## **Payment Upon an Event of Default**

Unless otherwise specified in the relevant pricing supplement, in case an event of default with respect to the securities shall have occurred and be continuing, the amount declared due and payable per security upon any acceleration of the securities shall be determined by the Calculation Agent and shall be an amount in cash equal to the amount payable at maturity per security as described under the caption "General Terms of Securities – Payment at Maturity," calculated as if the date of acceleration were the Final Valuation Date. If the securities have more than one Valuation Date, then the business days immediately preceding the date of acceleration (in such number equal to the number of Valuation Dates in excess of one) shall be the corresponding Valuation Dates.

If the maturity of the securities is accelerated because of an event of default as described above, we shall, or shall cause the Calculation Agent to, provide written notice to the trustee at its New York office, on which notice the trustee may conclusively rely, and to DTC of the cash amount due with respect to the securities as promptly as possible and in no event later than two business days after the date of acceleration.

### **Modification**

Under the heading “Description of Debt Securities – Modification of the Indenture” in the accompanying prospectus is a description of when the consent of each affected holder of debt securities is required to modify the indenture.

### **Defeasance**

The provisions described in the accompanying prospectus under the heading “Description of Debt Securities – Discharge and Defeasance” are not applicable to the securities, unless otherwise specified in the applicable pricing supplement.

### **Listing**

The securities will not be listed on any securities exchange, unless otherwise specified in the relevant pricing supplement.

### **Book-Entry Only Issuance – The Depository Trust Company**

The Depository Trust Company, or DTC, will act as securities depository for the securities. The securities will be issued only as fully-registered securities registered in the name of Cede & Co. (DTC’s nominee). One or more fully-registered global securities certificates, representing the total aggregate initial investment amount of the securities, will be issued and will be deposited with DTC. See the descriptions contained in the accompanying prospectus supplement under the headings “Description of Notes – Form, Legal Ownership and Denomination of Notes.”

### **Registrar, Transfer Agent and Paying Agent**

Payment of amounts due at maturity on the securities will be payable and the transfer of the securities will be registrable at the office of Deutsche Bank Trust Company Americas (“DBTCA”) in The City of New York.

DBTCA or one of its affiliates will act as registrar and transfer agent for the securities. DBTCA will also act as paying agent and may designate additional paying agents.

Registration of transfers of the securities will be effected without charge by or on behalf of DBTCA, but upon payment (with the giving of such indemnity as DBTCA may require) in respect of any tax or other governmental charges that may be imposed in relation to it.

### **Governing Law**

The securities will be governed by and interpreted in accordance with the laws of the State of New York.



## **CERTAIN U.S. FEDERAL INCOME TAX CONSEQUENCES**

The following is a general discussion of certain U.S. federal income tax consequences of the ownership and disposition of the securities to an investor who holds the securities as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended to the date hereof (the "Code"). This discussion is based on the Code, administrative pronouncements, judicial decisions and currently effective and proposed Treasury regulations, changes to any of which subsequent to the date of this product supplement may affect the tax consequences described below, possibly retroactively. This summary does not address all aspects of U.S. federal income taxation that may be relevant to an investor in light of the investor's particular circumstances or to certain types of investors subject to special treatment under the U.S. federal income tax laws, such as certain former citizens or residents of the United States, certain financial institutions, real estate investment trusts, regulated investment companies, tax-exempt entities, dealers and certain traders in securities, partnerships or other entities classified as partnerships for U.S. federal income tax purposes, persons who hold the securities as a part of a hedging transaction, straddle, conversion or integrated transaction, or U.S. holders (as defined below) who have a "functional currency" other than the U.S. dollar.

In addition, in the case of an underlying Index that includes the stock of one or more entities, we will not attempt to ascertain whether any entity in the underlying Index would be treated as a "passive foreign investment company" (a "PFIC") within the meaning of Section 1297 of the Code or as a "U.S. real property holding corporation" (a "USRPHC") within the meaning of Section 897 of the Code. If one or more entities in the underlying Index were so treated, adverse U.S. federal income tax consequences might apply, to a U.S. holder in the case of a PFIC and to a non-U.S. holder in the case of a USRPHC, upon the sale, exchange or retirement of the securities. You should refer to information filed with the SEC or the equivalent government authority by such entities and consult your tax adviser regarding the possible consequences to you if such an entity is or becomes a PFIC or a USRPHC.

### **Tax Treatment of the Securities**

Unless otherwise provided in the relevant pricing supplement, we believe it is reasonable to treat the securities as prepaid financial contracts for U.S. federal income tax purposes, with the consequences described below. Due to the absence of authorities that directly address instruments that are similar to the securities, significant aspects of the U.S. federal income tax consequences of an investment in the securities are uncertain. We do not plan to request a ruling from the IRS, and no assurance can be given that the IRS or a court will agree with the treatment described herein. Accordingly, you should consult your tax adviser regarding the U.S. federal income tax consequences of an investment in the securities (including alternative treatments some of which are discussed below) and with respect to any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction. Unless otherwise stated, the following discussion assumes that the above treatment of the securities will be respected.

### **Tax Consequences to U.S. Holders**

You are a "U.S. holder" if, for U.S. federal income tax purposes, you are a beneficial owner of the securities who is: (i) a citizen or resident of the United States; (ii) a corporation created or organized under the laws of the United States or any political subdivision thereof; or (iii) an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source.

Unless otherwise provided in the applicable pricing supplement and assuming the treatment of the securities described above is respected, the following are anticipated U.S. federal income tax consequences of the ownership and disposition of the securities under current law.

*Tax Treatment Prior to Maturity.* You should not recognize taxable income or loss over the term of the securities prior to maturity, other than pursuant to a sale or exchange, as described below.

*Sale, Exchange or Retirement of the Securities.* Upon a sale or exchange of the securities prior to their maturity or upon the receipt of the cash payment in retirement of the securities at maturity, you will recognize taxable gain or loss equal to the difference between the amount realized on such sale, exchange or retirement and your tax basis in the securities. Your tax basis in the securities generally should equal the amount you paid to acquire the securities. This gain or loss generally should be capital gain or loss and should be long-term capital gain or loss if you have held the securities for more than one year. The deductibility of capital losses is subject to certain limitations.

*Possible Alternative Tax Treatments of an Investment in the Securities.* Due to the absence of authorities that directly address the proper tax treatment of the securities, no assurance can be given that the IRS will accept, or that a court will uphold, the treatment described above. Alternative U.S. federal income tax treatments of the securities are possible that, if applied, could materially and adversely affect the timing and/or character of income or loss with respect to the securities. It is possible, for example, that the securities could be treated as debt instruments issued by us. Under this treatment, securities having a term from issue to maturity (including the last possible date that the securities could be outstanding) exceeding one year would be governed by Treasury regulations relating to the taxation of contingent payment debt instruments. In that event, even if you are a cash-method taxpayer, in each year that you held the securities you would be required to accrue into income “original issue discount” based on our comparable yield for similar non-contingent debt, determined as of the time of issuance of the securities, even though no cash would be received on the securities prior to maturity. In addition, any gain or loss on the sale, exchange or retirement of the securities would generally be treated as ordinary in character. Moreover, if you were to recognize a loss above certain thresholds, you could be required to file a disclosure statement with the IRS.

Other treatments also are possible that could materially and adversely affect the timing and/or character of income on the securities. On December 7, 2007, Treasury and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments, such as the securities. The notice focuses in particular on whether to require holders of these instruments to accrue income over the term of their investment. It also asks for comments on a number of related topics, including the character of income or loss with respect to these instruments; the relevance of factors such as the nature of the underlying property to which the instruments are linked; and whether these instruments are or should be subject to the “constructive ownership” regime, which very generally can operate to recharacterize certain long-term capital gain as ordinary income that is subject to an interest charge. While the notice requests comments on appropriate transition rules and effective dates, any Treasury regulations or other guidance promulgated after consideration of these issues could materially and adversely affect the tax consequences of an investment in the securities, possibly with retroactive effect.

You should consult your tax adviser regarding the U.S. federal income tax consequences of an investment in the securities, including alternative treatments and the issues presented by this notice.

## **Tax Consequences to Non-U.S. Holders**

The following discussion applies to you only if you are a non-U.S. holder. You are a “non-U.S. holder” if, for U.S. federal income tax purposes, you are a beneficial owner of a security who is: (i) a nonresident alien individual, (ii) a foreign corporation or (iii) a foreign estate or trust. You are not a non-U.S. holder for the purposes of this discussion if you are an individual present in the United States for 183 days or more in the taxable year of sale, exchange or retirement, in which case you should consult your tax adviser.

*Sale, Exchange or Retirement of the Securities.* Subject to the discussion below regarding backup withholding, under current law, any gain from the sale or exchange of the securities prior to the maturity date or upon the receipt of cash payment in retirement of the securities at maturity should not be subject to U.S. federal withholding or income tax unless such gain is effectively connected with your conduct of a trade or business in the United States, as described below.

*Tax Consequences Under Possible Alternative Treatments.* If the securities were treated as indebtedness, any income from the securities nonetheless would not be subject to U.S. federal withholding or income tax, provided generally that (i) you certify on IRS Form W-8BEN, under penalties of perjury, that you are not a United States person and otherwise satisfy applicable requirements; and (ii) any income from the securities is not effectively connected with your conduct of a trade or business in the United States.

However, as described above under “—Tax Consequences to U.S. Holders—Possible Alternative Tax Treatments of an Investment in the Securities,” on December 7, 2007, Treasury and the IRS released a notice requesting comments on the U.S. federal income tax treatment of “prepaid forward contracts” and similar instruments, such as the securities. The notice focuses, among other things, on the degree, if any, to which income realized with respect to such instruments by non-U.S. holders should be subject to withholding tax. It is possible that any Treasury regulations or other guidance promulgated after consideration of these issues might require Non-U.S. holders to accrue income, subject to withholding tax, over the term of the securities, possibly on a retroactive basis. You should consult your tax adviser regarding the U.S. federal income tax consequences of an investment in the securities, including possible alternative treatments and the issues presented by this notice.

*Income Effectively Connected with a Trade or Business in the United States.* If you are engaged in a trade or business in the United States, and if income from the securities is effectively connected with your conduct of that trade or business, you generally will be taxed in the same manner as a U.S. holder. In lieu of IRS Form W-8BEN, you will be required to provide a properly executed IRS Form W-8ECI in order to claim an exemption from withholding. If this paragraph applies to you, you should consult your tax adviser with respect to other U.S. tax consequences of the ownership and disposition of the securities, including the possible imposition of a 30% branch profits tax if you are a corporation.

## **Backup Withholding and Information Reporting**

The cash proceeds received from a sale, exchange or retirement of the securities will be subject to information reporting unless you are an exempt recipient (such as a domestic corporation) and may also be subject to backup withholding at the rate specified in the Code if you fail to provide certain identifying information (such as an accurate taxpayer identification number, if you are a U.S. holder) or meet certain other conditions. If you are a non-U.S. holder and you comply with the certification procedures described in the preceding section, you will generally establish an exemption from backup withholding.

Amounts withheld under the backup withholding rules are not additional taxes and may be refunded or credited against your U.S. federal income tax liability, provided the required information is furnished to the IRS.

## **USE OF PROCEEDS; HEDGING**

Unless otherwise specified in the relevant pricing supplement, the net proceeds we receive from the sale of the securities will be used for general corporate purposes and, in part, by us or by one or more of our affiliates in connection with hedging our obligations under the securities as more particularly described in “Use of Proceeds” in the accompanying prospectus. The original issue price of the securities includes each agent’s commissions (as shown on the cover page of the relevant pricing supplement) paid with respect to the securities which commissions, as to agents affiliated with us, include the reimbursement of certain issuance costs and the estimated cost of hedging our obligations under the securities. The estimated cost of hedging includes the projected profit that our affiliates expect to realize in consideration for assuming the risks inherent in hedging our obligations under the securities. Because hedging our obligations entails risk and may be influenced by market forces beyond our or our affiliates’ control, the actual cost of such hedging may result in a profit that is more or less than expected, or could result in a loss.

On or prior to the date of the relevant pricing supplement, we, through our affiliates or others, may hedge some or all of our anticipated exposure in connection with the securities by taking positions in the Index or Basket, the components underlying the Index or Basket, or securities whose value is derived from the Index or Basket or its underlying components. While we cannot predict an outcome, such hedging activity or other hedging or investment activity of ours could potentially increase the level of the Index or Basket as well as the Starting Level, and therefore effectively establish a higher level that the Index or Basket must achieve for you to obtain a return on your investment or avoid a loss of your initial investment at maturity. From time to time, prior to maturity of the securities, we may pursue a dynamic hedging strategy which may involve taking long or short positions in the Index or Basket, the components underlying the Index or Basket, or securities whose value is derived from the Index or Basket or its underlying components. Although we have no reason to believe that any of these activities will have a material impact on the level of the Index or Basket or the value of the securities, we cannot assure you that these activities will not have such an effect.

We have no obligation to engage in any manner of hedging activity and will do so solely at our discretion and for our own account. No security holder shall have any rights or interest in our hedging activity or any positions we may take in connection with our hedging activity.

## **THE UNDERLYING OR BASKET**

The Index or Basket to which payment on the securities will be linked, along with the method of calculating payments on the securities in the event that the Index or Basket is discontinued, will be described in the relevant pricing supplement.

## UNDERWRITING

Under the terms and subject to the conditions contained in Distribution Agreements to be entered into between Deutsche Bank AG and each of Deutsche Bank Securities Inc. (“**DBSI**”) and DBTCA as agents and certain other agents that may be party to either Distribution Agreement from time to time (each an “**Agent**” and collectively with DBSI and DBTCA, the “**Agents**”), each Agent participating in an offering of securities has agreed to purchase, and we have agreed to sell, the face amount of securities set forth on the cover page of the relevant pricing supplement. Each Agent proposes initially to offer the securities directly to the public at the public offering price set forth in the relevant pricing supplement. DBSI, DBTCA and other Agents may allow a concession to other dealers as set forth in the relevant pricing supplement, or we may pay other fees, in the amount set forth in the relevant pricing supplement. After the initial offering of the securities, the Agents may vary the offering price and other selling terms from time to time.

We own, directly or indirectly, all of the outstanding equity securities of DBSI and DBTCA. The underwriting arrangements for this offering comply with the requirements of Rule 2720 of the Conduct Rules of the FINRA regarding a FINRA member firm’s underwriting of securities of an affiliate. In accordance with Rule 2720, no underwriter may make sales in this offering to any discretionary account without the prior approval of the customer.

DBSI or another Agent may act as principal or agent in connection with offers and sales of the securities in the secondary market. Secondary market offers and sales will be made at prices related to market prices at the time of such offer or sale; accordingly, the Agents or a dealer may change the public offering price, concession and discount after the offering has been completed.

In order to facilitate the offering of the securities, DBSI may engage in transactions that stabilize, maintain or otherwise affect the price of the securities. Specifically, DBSI may sell more securities than it is obligated to purchase in connection with the offering, creating a naked short position in the securities for its own account. DBSI must close out any naked short position by purchasing the securities in the open market. A naked short position is more likely to be created if DBSI is concerned that there may be downward pressure on the price of the securities in the open market after pricing that could adversely affect investors who purchase in the offering. As an additional means of facilitating the offering, DBSI may bid for, and purchase, securities in the open market to stabilize the price of the securities. Any of these activities may raise or maintain the market price of the securities above independent market levels or prevent or retard a decline in the market price of the securities. DBSI is not required to engage in these activities, and may end any of these activities at any time.

To the extent the total aggregate face amount of securities offered pursuant to a pricing supplement is not purchased by investors, one or more of our affiliates may agree to purchase for investment the unsold portion. As a result, upon completion of an offering, our affiliates may own up to approximately 10% of the securities offered in that offering.

No action has been or will be taken by us, DBSI, DBTCA or any dealer that would permit a public offering of the securities or possession or distribution of this product supplement or the accompanying prospectus supplement, prospectus or pricing supplement, other than in the United States, where action for that purpose is required. No offers, sales or deliveries of the securities, or distribution of this product supplement or the accompanying prospectus supplement, prospectus or pricing supplement or any other offering material relating to the securities, may be made in or from any jurisdiction except in circumstances which will result in

compliance with any applicable laws and regulations and will not impose any obligations on us, the Agents or any dealer.

Each Agent has represented and agreed, and each dealer through which we may offer the securities has represented and agreed, that it (i) will comply with all applicable laws and regulations in force in each non-U.S. jurisdiction in which it purchases, offers, sells or delivers the securities or possesses or distributes this product supplement and the accompanying prospectus supplement, prospectus and pricing supplement and (ii) will obtain any consent, approval or permission required by it for the purchase, offer or sale by it of the securities under the laws and regulations in force in each non-U.S. jurisdiction to which it is subject or in which it makes purchases, offers or sales of the securities. We shall not have responsibility for any Agent's or any dealer's compliance with the applicable laws and regulations or obtaining any required consent, approval or permission.